FORM D

## **UNITED STATES** SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**PROCESSEL** MAR 2 7 2009 **THOMSON REUTERS** 

**TEMPORARY** FORM D

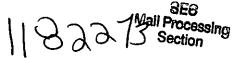
NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D,

SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION OMB APPROVAL

3235-0076 OMB Number:

March 15, 2009 Expires:

Estimated average burden Hours per response: 4.00



MAR 1 1 2009

Name of Offering (  check if this is an amendment and name has changed, and indicate change.)  CCI Technology Partners, L.P.	Washington, DC
	ULOE
Type of Filing: New Filing Amendment	
A. BASIC IDENTIFICATION DATA	
1. Enter the information requested about the issuer	
Name of Issuer ( check if this is an amendment and name has changed, and indicate change.)  CCI Technology Partners, L.P.	
	ne Number (Including Area Code)
Metro Center, One Station Place, Stamford, CT 06902  Address of Principal Business Operations (Number and Street, City, State, Zip Code)  Telephor	(203) 353-6000 ne Number (Including Area Code)
(if different from Executive Offices)	ic Number (meruang Area Code)
Brief Description of Business To operate as a private investment partnership.	
Type of Business Organization	
☐ corporation ☐ limited partnership, already formed ☐ other (please	1910   1814   180   1814   1814   1814   1814   1814   1814   1814   1814   1814   1814   1814   1814   1814
☐ business trust ☐ limited partnership, to be formed	09035561
Actual or Estimated Date of Incorporation or Organization:  Month Year  11 00  Actual	I Estimated
Jurisdiction of Incorporation or Organization (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction)	DE
GENERAL INSTRUCTIONS Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D 15 U.S.C. 77d(6). When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A rescurities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that a Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549. Copies Required: Two (2) copies of this notice must be filed with the SEC, one of which must be manually smust be photocopies of the manually signed copy or bear typed or printed signatures. Information Required: A new filing must contain all information requested. Amendments need only report changes thereto, the information requested in Part C, and any material changes from the information previousl Appendix need not be filed with the SEC. Filing Fee: There is no federal filing fee. State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of	notice is deemed filed with the U.S. given below or, if received at that address address.  signed. Any copies not manually signed the name of the issuer and offering, any y supplied in Parts A and B. Part E and the
ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exe accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Ap	mption, a fee in the proper amount shall

this notice and must be completed.

ATTENTION Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal

notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

			A. BASIC IDENT	IFICATION DATA		
2. En	ter the information	requested for the	following:			
o	Each promoter of	of the issuer, if the	issuer has been organized v	vithin the past five years;		
o	Each beneficial of the issuer;	owner having the	power to vote or dispose, or	direct the vote or disposition	of, 10% or more of	a class of equity securities
o	Each executive	officer and directo	r of corporate issuers and of	corporate general and manag	ing partners of parti	ership issuers; and
o	Each general an	d managing partne	er of partners Metro Center,	One Station Place, Stamford,	CT 06902hip issuer	s.
Check Box	(es) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	Director	General Partner
	(Last name first, if CI Capital Partner					
Business or	Residence Addre		er and Street, City, State, Zip	Code)		
	(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	Managing Member
	(Last name first, if hiboucas, Don	findividual)	·			
	Residence Addre	ss (Number Station Place, Star	er and Street, City, State, Zip inford, CT 06902	Code)		
	(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	Managing Member
	(Last name first, if izza, Anthony	individual)	·			
	Residence Addre letro Center, One	ss (Numbe Station Place, Star	er and Street, City, State, Zip nford, CT 06902	Code)		
Check Box	(es) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	☐ Director	Managing Member
	(Last name first, if ehrmann, Robert	individual)				
	Residence Addre letro Center, One	ss (Numbe Station Place, Star	er and Street, City, State, Zip mford, CT 06902	Code)		
Check Box	(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	Managing Member
	(Last name first, if elman, Marc	findividual)				_
	Residence Addres letro Center, One	ss (Numbe Station Place, Star	er and Street, City, State, Zip mford, CT 06902	Code)		
Check Box	(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	Managing Member
	(Last name first, if ox, Cliff	individual)				
	Residence Addres letro Center, One	ss (Numbe Station Place, Star	er and Street, City, State, Zip nford, CT 06902	Code)		
Check Box	(es) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	Director	Managing Member
	(Last name first, if olpitta, Richard	individual)				
	Residence Addres letro Center, One	ss (Numbe Station Place, Star	er and Street, City, State, Zip mford, CT 06902	Code)	_	
Check Box	(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	Managing Member
	Last name first, if antalena, Paul	individual)				
	Residence Addressetro Center, One	ss (Numbe Station Place, Star	er and Street, City, State, Zip nford, CT 06902	Code)		***
Check Box	(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	
SRZ-92783	33.4		2 0	f9		SEC 1972 (1/94)

Full Name (Last name first, if Goldsmith, Matthew					
Business or Residence Addres Metro Center, One S	s (Numbe	er and Street, City, State, Zipnford, CT 06902	p Code)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	☐ Executive Officer	☐ Director	Managing Member
Full Name (Last name first, if Logan, Parke	individual)				
Business or Residence Addres Metro Center, One S	•	er and Street, City, State, Zinford, CT 06902	p Code)		
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	☐ Director	Managing Member
Full Name (Last name first, if Lannigan, Karen	individual)				
Business or Residence Addres Metro Center, One S		er and Street, City, State, Zipnford, CT 06902	p Code)		
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	Managing Member
Full Name (Last name first, if lacono, Mike	individual)				
Business or Residence Addres Metro Center, One S		er and Street, City, State, Zipnford, CT 06902	p Code)		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	Managing Member
Full Name (Last name first, if Marti, Oliver	individual)				
Business or Residence Addres Metro Center, One S		er and Street, City, State, Zipnford, CT 06902	p Code)		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	Managing Member
Full Name (Last name first, if Ward, Michelle	individual)				
Business or Residence Addres Metro Center, One S	-	er and Street, City, State, Zip mford, CT 06902	p Code)		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	☐ Managing Member
Full Name (Last name first, if	individual)				
Business or Residence Addres	s (Numbe	er and Street, City, State, Zip	p Code)		
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	☐ Managing Member
Full Name (Last name first, if	individual)				
Business or Residence Addres	s (Numbe	er and Street, City, State, Zip	Code)		
	(Use blank	sheet, or copy and use addit	tional copies of this sheet, as n	ecessary.)	

					B.	INFORMA	TION ABO	OUT OFFE	RING				
1.			d, or does the					vestors in t	his offering	?	Yes	No ⊠	
2.	What is	the minim	num investr	nent that w	ill be accep	oted from a	ny individu				<u>\$1.</u>	*000,000	
	*Subject to the discretion of the General Partner to accept lesser amounts.  Yes No												
3.	3. Does the offering permit joint ownership of a single unit												
4.	4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5)												
		to be liste							orth the info				
Full Na	me (Last	name first	, if individ	ual)									
Busines	ss or Res	idence Ado	dress (Num	ber and Str	eet, City, S	tate, Zip C	ode)						
Name c	f Associ	ated Broke	r or Dealer										
			ted Has Sol			olicit Purch	asers					□ A11	States
,			or check in		-				FD 07			☐ All States	
	[AL] [IL]	[AK] [IN]	[AZ] [lA]	[AR] [KS]	[CA] [KY]	[CO] [LA]	[CT] [ME]	[DE] [MD]	[DC] [MA]	[FL] [MI]	[GA] [MN]	[HI] [MS]	[ID] [MO]
	[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
	[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full Na	me (Last	name first	, if individ	ual)									
Busines	s or Res	idence Ado	dress (Num	ber and Str	eet, City, S	tate, Zip C	ode)						
Name o	of Associ	ated Broke	r or Dealer										
			ted Has Sol			olicit Purch	asers					_	
((	Check "A	All States"	or check in	dividual St	ates)							∐ All	States
	[AL] [IL]	[AK] [IN]	[AZ] [IA]	[AR] [KS]	[CA] [KY]	[CO] [LA]	[CT] [ME]	[DE] [MD]	[DC] [MA]	[FL] [MI]	[GA] [MN]	[HI] [MS]	[ID] [MO]
	[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[MI] [OH]	[OK]	[OR]	[PA]
	[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full Na	me (Last	name first	, if individ	ual)	<u> </u>								
Busines	s or Resi	idence Ado	lress (Num	ber and Str	eet, City, S	tate, Zip C	ode)						
Name o	f Associa	ated Broke	r or Dealer		-								
			ted Has Sol or check inc			licit Purch	asers	1/1-1				☐ All	States
	[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
	[IL] [MT]	[IN] [NE]	[IA] [NV]	[KS] [NH]	[KY] [NJ]	[LA] [NM]	[ME] [NY]	[MD] [NC]	[MA] [ND]	[MI] [OH]	[MN] [OK]	[MS] [OR]	[MO] [PA]
	[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[TV]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

1.	Enter the aggregate offering price of securities included in this offering and the total amount already so "none" or "zero". If the transaction is an exchange offering, check this box [ ] and indicate in the column the securities offered for exchange and already exchanged.			
	Time of Consider	Aggregat Offering Price		Amount Already Sold
	Type of Security  Debt			\$0 \$0
	Equity	•		\$0 \$0
	• •	20		30
	[ ] Common [ ] Preferred	<b>C</b> O		<sub>የ</sub> ስ
	Convertible Securities (including warrants)			\$0
	Partnership Interests			\$3,200,000
	Other (Specify )	<del></del>		\$0
	TotalAnswer also in Appendix, Column 3, if filing under ULOE.	\$300,000,000	<u> </u>	\$3,200,000
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offe amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		ities and	
	Accredited Investors	7		<b>\$</b> 3,200,000
	Non-accredited Investors	0		<b>\$</b> 0
	Total (for filing under Rule 504 only)			\$
3.	Answer also in Appendix, Column 4, if filing under ULOE.  If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offertype listed in Part C - Question 1.	ring. Classify		
	Type of Offering		curity	Amount Sold
	Rule 505			\$
	Regulation A			\$
	Rule 504			\$
	Total			\$
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities amounts relating solely to organization expenses of the issuer. The information may be given as subject the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate and check the box to the left of the estimate.	ct to future co		
	Transfer Agent's Fees	••••••	[ ]	\$0
	Printing and Engraving Costs		[ x ]	<u>\$*</u>
	Legal Fees		[ x ]	<u>\$*</u>
	Accounting Fees		[ x ]	<b>\$*</b>
	Engineering Fees		[ ]	\$0
	Sales Commissions (specify finders' fees separately)		[ ]	\$0
	Other Expenses (identify)	••••••	[ x ]	\$*
	Total		[ x ]	\$60,000*
	*All offering and organizational expenses are estimated not to exceed \$60,000.			

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

SRZ-9278333.4

	expenses furnished in response to Part C - Question 4.a. This differissuer."							\$299,940,000
5.	Indicate below the amount of the adjusted gross proceeds to the is: purposes shown. If the amount for any purpose is not known, furrestimate. The total of the payments listed must equal the adjusted C - Question 4.b above.	nish an estii	nate	and c	heck the box to th	e left	of h	
					Payments to Officers, Directors, & Affiliates			Payments to Others
	Salaries and fees		[	]	\$	[	]	\$
	Purchase of real estate		[	]	\$	[	]	\$
	Purchase, rental or leasing and installation of machinery and equip	ment	[	]	\$	[	]	\$
	Construction or leasing of plant buildings and facilities		[	1	\$	1	]	<u>\$</u>
	Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the asse securities of another issuer pursuant to a merger)		ſ	]	\$	[	]	<u>\$</u>
	Repayment of indebtedness	**********	ſ	]	\$	[	]	\$
	Working capital		[	]	\$	[	]	\$
	Other (specify): Investment Capital		[	]	\$	[]	<b>(</b> )	\$299,940,000
	Column Totals	••••••	[	]	\$	[	X ]	\$299,940,000
	Total Payments Listed (column totals added)	••••••			[X] <u>1</u>	299,	940,0	000
	D. FEDI	ERAL SIG	TAV	URE			<del></del>	· · · · · · · · · · · · · · · · · · ·
sign	issuer has duly caused this notice to be signed by the undersigned cature constitutes an undertaking by the issuer to furnish to the U.S. rmation furnished by the issuer to any non-accredited investor pursuant	Securities :	and E	xcha	nge Commission,			
Issu	er (Print or Type)	ignature			()			Date /
CC	Technology Partners, L.P.	17,	$oldsymbol{L}$	كمل	m/W	$\mathcal{V}$	<u>儿</u>	3/6/09
	ne of Signer (Print or Type)	itle of Sign	- ч ег (Р	rint o	г Турф \			, , ,
Van	1 5. S.				of the General Pa	•		

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 10001.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

6 of 9

	E. STATE SIGNATURE
1.	Yes No. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?
	See Appendix, Column 5, for state response. Not applicable
2.	The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law. Not applicable
3.	The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees. Not applicable
4.	The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied. <b>Not applicable</b>
	e issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the dersigned duly authorized person.
Iss	uer (Print or Type) Signature Date /
CC	CI Technology Partners, L.P.
Na	me (Print or Type)  Title (Print or Type)
An	thony Rizza Managing Member of the General Partner

## Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

## **APPENDIX**

CCI TECHN	OLOGY PA	ARTNERS,	L.P.
-----------	----------	----------	------

	CCI TECHNOLOGY PARTNERS, L.P.									
1	<u> </u>	2	3		5 Not Applicable Disqualification					
	Intend to sell to non-accredited investors in State (Part B-Item 1)  Type of security and aggregate offering price offered in state (Part C-Item 1)			Type of	under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)					
	Limited Partnership Interests			Number of Accredited						
State	Yes	No	\$300,000,000	Investors	Amount	Investors	Amount	Yes	No	
AL AK										
AZ										
AR										
CA										
СО	<del></del>									
CT		Х	Х	7	\$3,200,000	0	0		<del></del>	
DE										
DC										
FL				h.i						
GA										
НІ										
ID										
IL			·							
IN	·									
IA										
KS										
KY										
LA					·					
ME										
MD										
MA										
MI		-								
MN					<u> </u>					
MS										
MO										
MT NE										
INE										

## APPENDIX

CCI TECHNOLOGY PARTNERS, L.P. 2 Not Applicable Disqualification under State ULOE Type of Intend to sell to security and (if yes, attach non-accredited explanation of investors in State aggregate offering price waiver granted) Type of investor and amount purchased in State (Part B-Item 1) offered in state (Part E-Item 1) (Part C-Item 2) (Part C-Item 1) Number of Limited Partnership Number of Non-Interests Accredited Accredited \$300,000,000 Investors Investors Amount Amount Yes No State Yes No NV NH NJ NM NY NC ND OH OK OR PA RI SC SD TN TXUT VT VA WA wv WI WY PR

END